

## FINAL TERMS

18 April 2023

### Sumitomo Mitsui Finance and Leasing Company, Limited

Issue of U.S.\$500,000,000 5.353 per cent Notes due 2028 (the “Notes”)

under the U.S.\$5,000,000,000

### Euro Medium Term Note Programme

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 9 September 2022. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Base Prospectus and the supplementary base prospectus dated 17 April 2023 (the “**Supplementary Base Prospectus**”). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and Supplementary Base Prospectus. The Base Prospectus and the Supplementary Base Prospectus are available for viewing at the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended, (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS**—The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and

professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**SINGAPORE SFA PRODUCT CLASSIFICATION** – In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are “prescribed capital markets products” (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

1	Issuer:	Sumitomo Mitsui Finance and Leasing Company, Limited
2	Series Number:	2
3	Specified Currency or Currencies:	U.S. dollars (“U.S.\$”)
4	Aggregate Nominal Amount:	
	(a) Series:	U.S.\$500,000,000
	(b) Tranche:	U.S.\$500,000,000
5	Issue Price:	100.0 per cent of the Aggregate Nominal Amount
6	(a) Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(b) Calculation Amount:	U.S.\$1,000
7	(a) Issue Date:	25 April 2023
	(b) Interest Commencement Date:	Issue Date
8	Maturity Date:	25 April 2028
9	Interest Basis:	5.353 per cent Fixed Rate
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest Basis or Redemption/Payment Basis:	Not applicable
12	Put/Call Options:	<b>Issuer Call</b> (as set out in further details in paragraph 21 below) <b>Issuer Make-Whole Call</b> (as set out in further details in the Annex below)
13	Status of the Notes:	Senior
14	(a) Listing:	Singapore Exchange Securities Trading Limited
	(b) Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Singapore Exchange Securities Trading Limited with effect from 26 April 2023

15 Method of distribution: Syndicated

**PROVISIONS RELATING TO INTERESTS (IF ANY) PAYBALE**

- 16 Fixed Rate Note Provisions Applicable
- (a) Rate(s) of Interest: 5.353 per cent per annum payable semi-annually in arrear
  - (b) Interest Payment Date(s): 25 April and 25 October in each year up to and including the Maturity Date, commencing on 25 October 2023
  - (c) Fixed Coupon Amount(s): U.S.\$26.77 per Calculation Amount
  - (d) Broken Amount(s): Not Applicable
  - (e) Day Count Fraction: 30/360
  - (f) Other terms relating to the method of calculating interest for Fixed Rate Notes: None
- 17 Floating Rate Note Provisions Not Applicable
- 18 Zero Coupon Note Provisions: Not Applicable
- 19 Index Linked Interest Note Provisions Not Applicable
- 20 Dual Currency Interest Note Provisions Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

- 21 Issuer Call: Applicable
- (a) Optional Redemption Date(s): At any time on or after 25 March 2028
  - (b) Optional Redemption Amount and method, if any, of calculation of such amount(s): U.S.\$1,000 per Calculation Amount
  - (c) If redeemable in part:
    - (i) Minimum Redemption Amount: Not applicable as not redeemable in part
    - (ii) Maximum Redemption Amount: Not applicable as not redeemable in part
  - (d) Notice period (if other than as set out in the Conditions): Not less than 30 days nor more than 60 days' prior notice
- 22 Investor Put: Not Applicable
- 23 Final Redemption Amount: U.S.\$1,000 per Calculation Amount
- 24 Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 7.5): U.S.\$1,000 per Calculation Amount

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

25	Form of Notes	<b>Registered Notes:</b> Registered Global Note which is exchangeable for Definitive Registered Notes in the limited circumstances specified in the Registered Global Note.
26	Additional Financial Centre(s) or other special provisions relating to Payment Days:	New York City and Tokyo
27	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
28	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
29	Details relating to Instalment Notes:	
	(a) Instalment Amount(s):	Not Applicable
	(b) Instalment Date(s):	Not Applicable
	(c) Minimum Instalment Amount:	Not Applicable
	(d) Maximum Instalment Amount:	Not Applicable
30	Other final terms:	Not Applicable

## DISTRIBUTION

31	(a) If syndicated, names of Managers:	<i>Joint Lead Managers and Joint Bookrunners:</i> SMBC Nikko Capital Markets Limited Merrill Lynch International Citigroup Global Markets Limited Mizuho International plc Morgan Stanley & Co. International plc
	(b) Stabilising Manager(s) (if any):	SMBC Nikko Capital Markets Limited
32	If non-syndicated, name of relevant Dealer:	Not Applicable
33	U.S. Selling Restrictions:	Reg. S, Category 2; TEFRA not applicable
34	Additional selling restrictions:	Not Applicable

## OPERATIONAL INFORMATION

35	Use of Proceeds:	The net proceeds of the issue of the Notes will be applied by the Issuer for general corporate purposes.
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- 36 Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- 37 Delivery: Delivery against payment
- 38 Additional Paying Agent(s) (if any): None

**GENERAL**

- 39 Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 15: Not Applicable
- 40 The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of [ ] = U.S.\$1.00, producing a sum of (for Notes not denominated in U.S. dollars): Not Applicable

**HONG KONG SFC CODE OF CONDUCT**

- 41 Rebates: Not Applicable
- 42 Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent: syndasia@smbcnikko-hk.com  
bofa\_dcm\_syndicate\_pb\_orders@bofa.com  
DCM.Omnibus@citi.com

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ISIN: XS2613209753

Common Code: 261320975

Legal Entity Identifier: 5493004ZIDB3D67KKA03

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**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:   
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*Duly authorised*

## ANNEX

### *Issuer Make-Whole Call:*

The Issuer has the option to redeem the Notes, in whole but not in part, at any time prior to 25 March 2028 (the “**Par Call Date**”), upon giving not less than 30 days nor more than 60 days’ prior notice of redemption to the Noteholders (which notice shall be irrevocable), at a redemption price equal to the greater of:

- (i) 100 per cent of the principal amount of the Notes being redeemed; or
- (ii) the sum of the present values of the principal and the remaining scheduled payments of interest on the Notes being redeemed (exclusive of interest accrued to the date of redemption) that would be due if the Notes were redeemed on the Par Call Date, discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 30 basis points,

plus, in each case, accrued and unpaid interest on the principal amount of the Notes being redeemed to, but excluding, the date of redemption.

For the purposes of this Annex:

“**Comparable Treasury Issue**” means the United States Treasury security or securities selected by the Independent Investment Banker as having an actual or interpolated maturity comparable to the term from the relevant redemption date to the Par Call Date that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of maturity comparable to the term from the relevant redemption date to the Par Call Date.

“**Comparable Treasury Price**” means, with respect to any redemption date, (1) the average of four Reference Treasury Dealer Quotations for such redemption date or (2) if the Independent Investment Banker is unable to obtain four Reference Treasury Dealer Quotations for such redemption date, the average of all quotations obtained.

“**Independent Investment Banker**” means an independent investment banking or commercial banking institution of national standing in the United States appointed by the Issuer.

“**Primary Treasury Dealer**” means a primary U.S. government securities dealer in New York City.

“**Reference Treasury Dealer**” means each of Citigroup Global Markets Inc. and Merrill Lynch International (or their respective affiliates that are Primary Treasury Dealers) and three other Primary Treasury Dealer selected by the Issuer, and their respective successors; provided, however, that if any of the foregoing is not a Primary Treasury Dealer, the Issuer shall substitute therefor another Primary Treasury Dealer.

“**Reference Treasury Dealer Quotation**” means, with respect to each Reference Treasury Dealer and any date of redemption, the average, as determined by the Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Banker at 3:30 p.m., New York City time, on the third New York business day (a day on which commercial banks and foreign exchange markets are open for business in New York City) preceding the date of redemption.

“**Treasury Rate**” means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity or interpolated (on a day count basis) maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

**Notice to Capital Market Intermediaries and Prospective Investors pursuant to Paragraph 21 of the Hong Kong SFC Code of Conduct – Important Notice to CMI (Including Private Banks):** This notice to “capital market intermediaries” (“**CMI**s”) (including private banks) is a summary of certain obligations the Securities and Futures Commission (the “**SFC Code**”) imposes on CMI, which require the attention and cooperation of other CMI (including private banks). Certain CMI may also be acting as “overall coordinators” (“**OC**s”) for this offering and are subject to additional requirements under the SFC Code.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association (“**Association**”) with the Issuer, the CMI or the relevant group company. CMI should specifically disclose whether their investor clients have any Association when submitting orders for the Notes. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer or any CMI (including its group companies) and inform the Joint Lead Managers accordingly.

CMI are informed that the marketing and investor targeting strategy for this offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions and any UK MiFIR product governance language set out elsewhere in these Final Terms.

CMI should ensure that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMI). CMI should enquire with their investor clients regarding any orders which appear unusual or irregular. CMI should disclose the identities of all investors when submitting orders for the Notes (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMI should not place “X-orders” into the order book.

CMI should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMI (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer. In addition, CMI (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the Notes.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Joint Lead Managers in control of the order book should consider disclosing order book updates to all CMI.

When placing an order for the Notes, private banks should disclose, at the same time, if such order is placed other than on a “principal” basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a “principal” basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a “principal” basis may require the relevant affiliated Joint Lead Manager(s) (if any) to categorise it as a proprietary order and apply the “proprietary orders” requirements of the SFC Code to such order and will result in that private bank not being entitled to, and not being paid, any rebate.

In relation to omnibus orders, when submitting such orders, CMI (including private banks) that are subject to the SFC Code should disclose underlying investor information in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- The name of each underlying investor;
- A unique identification number for each investor;
- Whether an underlying investor has any “Associations” (as used in the SFC Code);
- Whether any underlying investor order is a “Proprietary Order” (as used in the SFC Code); and
- Whether any underlying investor order is a duplicate order.

To the extent information being disclosed by CMI and investors is personal and/or confidential in nature, CMI (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for the offering. CMI that receive such underlying investor information are reminded that such information should be used only for submitting orders in this offering. The Joint Lead Managers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMI (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMI (including private banks) are required to provide the relevant Joint Lead Manager with such evidence within the timeline requested.